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July 31, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 23204 FILED *CCCC*

JUL 31 '02 1-34 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Schedule to Equipment Lease Agreement, dated as of July 31, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Schedule No. 16 filed with the Board under Recordation Number 23204-WWW.

The names and addresses of the parties to the enclosed document are:

Seller:	Allfirst Bank 25 South Charles Street Baltimore, MD 21202
Buyer:	Fifth Third Leasing Company Fifth Third Center Cincinnati, OH 45263

A description of the railroad equipment covered by the enclosed document is:

Three locomotives: NS 5539 - NS 5541

Mr. Vernon A. Williams  
July 31, 2002  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Schedule to Equipment Lease Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF SCHEDULE  
TO EQUIPMENT LEASE AGREEMENT**  
(Surface Transportation Board)

JUN 31 '02

1-34 PM

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE TO EQUIPMENT LEASE AGREEMENT (this "Memorandum") dated as of July 31, 2002 is between ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst") and FIFTH THIRD LEASING COMPANY ("Fifth Third").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Allfirst, as successor lessor, has leased the locomotives identified on Schedule 1 attached hereto (the "Locomotives") under that certain Equipment Lease Agreement dated as of October 25, 2000 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Norfolk Southern Railway Company.

B. The Lease was recorded with the Surface Transportation Board on October 27, 2000 under recordation No. 23204.

C. Allfirst, as seller, and Fifth Third, as buyer, are parties to that certain Master Assignment Agreement, dated of dated January 2, 1998, pursuant to which Allfirst has sold to Fifth Third the Locomotives and assigned to Fifth Third certain rights and obligations of "Lessor" under the Lease.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIFTH THIRD LEASING COMPANY

By: Edward McElveen  
Name: **EDWARD McELVEEN**  
Title: **Vice President**

STATE OF Ohio )  
COUNTY OF Hamilton ) ss:

The foregoing Memorandum of Assignment of Schedule to Equipment Lease Agreement was acknowledged before me, the undersigned Notary Public, in the County of Hamilton this 29th day of July, 2002 by Edward McElveen, as Vice President of FIFTH THIRD LEASING COMPANY.

Thomas J. Merkle  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]

THOMAS J. MERKLE  
Notary Public, State of Ohio  
My Commission Expires Dec. 16, 2006

**SCHEDULE 1**

**DESCRIPTION OF LOCOMOTIVES**

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2877	5778-27	NS 5539
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2858	5778-8	NS 5540
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4143	5775-19	NS 5541